

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re: ) Chapter 11  
)  
PIZZA SERVICE, LTD., ) Case No. 09 B 31208  
)  
Debtor and Debtor in Possession. ) Hon. Susan Pierson Sonderby  
) Hearing: 9/8/2009 at 10 a.m.

**ORDER AUTHORIZING INTERIM USE OF CASH COLLATERAL, PROVIDING  
ADEQUATE PROTECTION TO FIFTH THIRD BANK, AND SETTING FINAL  
HEARING ON USE OF CASH COLLATERAL**

THIS MATTER came before the Court, pursuant to the Debtor's Motion for Authority to Use Cash Collateral and To Provide Adequate Protection, (the "Motion"), proper notice having been provided, and the Court being fully advised in the Premises, it is hereby ordered:

(a) Pursuant to 11 U.S.C. 363(c)(2)(B), the Debtor is hereby authorized to use cash collateral of Fifth Third Bank ("Fifth Third") on an interim basis. The Debtor may use any cash collateral in accordance with the budget annexed hereto as Exhibit A (the "Budget"), with a variance of 10% permitted, and a greater variance upon the consent of Fifth Third.

(b) As adequate protection for Debtor's use of Fifth Third's cash collateral, Fifth Third is hereby granted replacement and/or substitute liens in all post-petition assets of the Debtor and the proceeds thereof, subject only to the carve-out described below in paragraph (f), excluding all bankruptcy avoidance causes of action and leases, and having the same validity, extent, and priority that Fifth Third possessed as to said liens on the Petition Date. As additional adequate protection, the Debtor shall provide Fifth Third with copies of the U.S. Trustee Monthly Operating Reports, and such other financial reporting as may be reasonably requested by Fifth Third.

(c) The use of cash collateral of Fifth Third shall be authorized through and including 10/7/09 the date of the final hearing concerning use of cash collateral.

(d) The Debtor and Fifth Third are authorized to execute, file, and record any documents as may requested reasonably by Fifth Third to evidence and/or perfect the liens and/or security interests granted herein.

(e) Nothing herein shall be deemed to be an adjudication or declaration by the Court of rights with respect to the existence, validity, enforceability, subordination or priority of, or any causes of action relating to the liens or security interests granted by the Debtor or possessed by Fifth Third prior to the Petition Date. This order is without prejudice to any party-in-interest challenging the validity of liens to Fifth Third.

(f) The liens of Fifth Third and any replacement thereof pursuant to this Order, and any priority to which Fifth Third may be entitled or become entitled under §507(b) of the Bankruptcy

Code, shall be subject and subordinate to amounts payable by the Debtor under (i) § 1930(a)(6) of Title 28 of United States Code; (ii) amounts due and owing to the Debtor's employees for post-petition wages, vacation pay, and related benefits; (iii) sales and withholding taxes collected from third parties; and (iv) amounts payable pursuant to Code §§ 330 and 331 for professionals duly retained by the Debtor.

(g) A final hearing concerning Debtor's Motion for Authority to Use Cash Collateral and Provide Adequate Protection shall be held on 10/6, 2009 at 10:30 a.m.

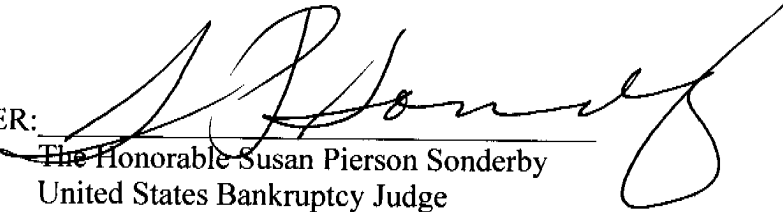
(h) Debtor's counsel shall serve notice of final hearing concerning Debtor's use of cash collateral, in accordance with Bankruptcy Rule 4001, on or before 9/11/2009.

(i) objections shall be filed by 9/29/09.

Dated:

SEP 08 2009

ENTER:

  
The Honorable Susan Pierson Sonderby  
United States Bankruptcy Judge

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Pizza Services, Ltd Short Term Cash Budget

WEEKLY ANALYSIS	WEEK 1	WEEK 2	WEEK 3	WEEK 4	TOTAL
TOTAL ROYALTY SALES	\$ 23,750.00	\$ 23,750.00	\$ 23,750.00	\$ 23,750.00	\$ 95,000.00
VARIABLE COSTS					
FOOD COSTS	6,945.00	6,945.00	6,945.00	6,945.00	27,780.00
VARIABLE WAGES	4,632.50	4,632.50	4,632.50	4,632.50	18,530.00
PAYROLL TAXES	593.75	593.75	593.75	593.75	2,375.00
WORKMAN'S COMPENSATION	237.50	237.50	237.50	237.50	950.00
DELIVERY EXPENSE	890.63	890.63	890.63	890.63	3,562.50
ADVERTISING	1,543.75	1,543.75	1,543.75	1,543.75	6,175.00
SUPPLIES	19.00	19.00	19.00	19.00	76.00
ROYALTY EXPENSE	1,306.25	1,306.25	1,306.25	1,306.25	5,225.00
TOTAL VARIABLE EXPENSES	16,168.38	16,168.38	16,168.38	16,168.38	64,673.50
FIXED OPERATING COSTS					
TELEPHONE & UTILITIES	593.75	593.75	593.75	593.75	2,375.00
RENT EXPENSE	1,125.00	1,125.00	1,125.00	1,125.00	4,500.00
REPAIRS	100.00	100.00	100.00	100.00	400.00
ACCOUNTING FEES	225.00	225.00	225.00	225.00	900.00
GROUP HEALTH INSURANCE	549.00	549.00	549.00	549.00	2,196.00
GENERAL INSURANCE	125.00	125.00	125.00	125.00	500.00
MANAGER WAGES	1,489.50	1,489.50	1,489.50	1,489.50	5,958.00
OTHER EXPENSES	925.00	925.00	925.00	925.00	3,700.00
OWNER'S COMPENSATION	1,500.00	1,500.00	1,500.00	1,500.00	6,000.00
TOTAL FIXED OPERATING EXPENSES	6,632.25	6,632.25	6,632.25	6,632.25	26,529.00
EBITDA					3,797.50

EXHIBIT

A